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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Judge R. Kimball Mosier

**AMENDMENT TO DEBTOR'S MOTION FOR ENTRY OF AN ORDER
AUTHORIZING DEBTOR TO ASSUME DEBTOR'S MODIFIED EMPLOYMENT
AGREEMENT WITH CLINTON E. CARNELL JR.**

Perseon Corporation ("Perseon" or "Debtor"), by and through its counsel, files this amendment, as permitted by the Court and states, as follows:

1. On June 27, 2016, Debtor filed *Debtor's Motion for Entry of an Order Authorizing Debtor to Assume Modified Employment Agreement with Clinton E. Carnell Jr.* [Docket No. 63] (the "Motion"), pursuant to sections 105(a), 363, and 365 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), Rules 2002, 6004, and 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules of this Court, seeking entry of an Order authorizing the Debtor's assumption of that certain Employment Agreement dated November 10, 2014, by and between the Debtor¹ and Clinton E. Carnell Jr. (as amended, the "Employment Agreement"). Objections to the Motion were filed by B.E. Capital Management Fund L.P. [Docket No. 79], Paul Schwartz [Docket No. 82]; Alec Epting [Docket No. 83], and the United States Trustee [Docket No. 87] (collectively, the "Objections").

2. On July 12, 2016, the Court held a hearing on the Motion (the "Hearing"), and indicated that the Debtor may amend or supplement the Motion prior to a continued hearing on the Motion on July 19, 2016 (the "Continued Hearing").

3. After careful consideration of the Objections and the comments of the Court at the Hearing, the Chairman of the Board of Directors of the Debtor has proposed that the motion be amended and that no assumption be requested at this time but that the Debtor continue with the current contract.

¹ The Employment Agreement is between BSD Medical Corporation and Mr. Carnell, but BSD Medical Corporation amended its certificate of incorporation to change its legal name to "Perseon Corporation" in February 2015.

4. Further, it is anticipated that the Debtor will reinstate Mr. Carnell's salary effective as of May 23, 2016,² under the original Employment Agreement unmodified and make the periodic payments required by the Employment Agreement of base salary and minimum mandatory bonus, both to be paid pro rata and periodically in accordance with the Debtor's customary payroll practices for the duration of the Bankruptcy Case.

5. The Board of Directors of the Debtor will meet on July 18, 2016, to consider adopting this resolution. If adopted, then the Debtor will file a copy of the board resolution on Monday, in advance of the Continued Hearing.

DATED this 27th day of June, 2016.

DORSEY & WHITNEY LLP

/s/ Steven T. Waterman

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Proposed Attorneys for Debtor Perseon Corporation

² Because at least one objecting party has raised the issue of Mr. Carnell being employed elsewhere, the Debtor notes that Mr. Carnell resigned his employment with Alphaeon Corporation on May 15, 2016.